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*Attorneys for Defendants K-M Industries Holding Co., Inc., K-M Industries Holding Co., Inc. ESOP Plan Committee, CIG ESOP Plan Committee*

*Attorneys for Plaintiffs and the Proposed Class*

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO AND OAKLAND DIVISION

14 THOMAS FERNANDEZ and LORA SMITH, ) Case No. C-06-07339 MJJ  
15 individually and on behalf of a class of all other )  
persons similarly situated. )

## Plaintiffs,

vs.

**STIPULATION AND [PROPOSED]  
ORDER RE WAIVER OF ATTORNEY-  
CLIENT PRIVILEGE**

18 K-M INDUSTRIES HOLDING CO., INC.;  
19 K-M INDUSTRIES HOLDING CO., INC.  
ESOP PLAN COMMITTEE; WILLIAM E.  
20 AND DESIREE B. MOORE REVOCABLE  
TRUST; TRUSTEES OF THE WILLIAM E.  
AND DESIREE B. MOORE REVOCABLE  
21 TRUST; CIG ESOP PLAN COMMITTEE;  
NORTH STAR TRUST COMPANY;  
22 DESIREE B. MOORE REVOCABLE TRUST;  
WILLIAM E. MOORE MARITAL TRUST;  
23 WILLIAM E. MOORE GENERATION-  
SKIPPING TRUST; and DESIREE MOORE,  
24 BOTH IN HER INDIVIDUAL CAPACITY  
AND IN HER CAPACITY AS TRUSTEE OF  
25 THE WILLIAM E. AND DESIREE B.  
MOORE REVOCABLE TRUST'S  
26 SUCCESSOR TRUSTS NAMED ABOVE

## Defendants

1 WHEREAS, Plaintiffs and the K-M Defendants (K-M Industries Holding Co., Inc., K-M  
2 Industries Holding Co., Inc. ESOP Plan Committee, and CIG ESOP Plan Committee) wish to  
3 facilitate the provision of documents by the K-M Defendants to Plaintiffs;

4 WHEREAS, the K-M Defendants have agreed to produce to Plaintiffs certain documents  
5 as to which Defendants earlier asserted the attorney-client privilege;

6 WHEREAS, Plaintiffs and the K-M Defendants have agreed that the K-M Defendants'  
7 earlier assertion of privilege is withdrawn as to those documents that will be produced to  
8 Plaintiffs;

9 WHEREAS, certainty with respect to the scope of the waiver of attorney-client privilege  
10 in connection with the provision to Plaintiffs of such documents will facilitate the efficient  
11 production of such documents,

12 THEREFORE, it is hereby stipulated, by and between Plaintiffs and the K-M Defendants,  
13 that any waiver of the attorney-client privilege that may be created by the production of any  
14 documents by the K-M Defendants pursuant to this agreement is limited to waiver of the  
15 privilege only as applied to the documents being produced, does not constitute waiver of the  
16 privilege as to any other documents, and specifically does not create a waiver extending to any  
17 other documents as to which the K-M Defendants continue to assert the attorney-client privilege,  
18 notwithstanding the fact that these other documents may relate to the same subject matter that is  
19 discussed in the documents being produced.

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23 Dated: August 8, 2007

Respectfully submitted,

24 LEWIS, FEINBERG, LEE,  
RENAKER & JACKSON, P.C.

25

26 By: /s/  
Margaret E. Hasselman

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*Attorneys for Plaintiffs  
and the Proposed Class*

Dated: August 8, 2007

LOVITT & HANNAN, INC.

By:

/s/  
Henry I. Bornstein  
*Attorneys for K-M Industries Holding Co.,  
Inc., K-M Industries Holding Co., Inc.  
ESOP Plan Committee, and CIG ESOP  
Plan Committee*

IT IS SO ORDERED.

Dated: \_\_\_\_\_

Hon. Martin J. Jenkins  
United States District Judge